

April 24, 2026

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra-Kurla Complex
Mumbai – 400 051.

Subject: Notice of the Extra-Ordinary General Meeting (01/2026-27)

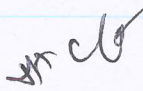
Dear Sir / Madam,

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we submit Notice of the Extra-Ordinary General Meeting (01/2026-27) (EGM) of the Members of the Company to be held on **Saturday, April 25, 2026 at 12:30 p.m.** at the **registered office** of the Company.

The Notice of the EGM is also uploaded on the website of the Company viz. www.fin.alt-alpha.com

Kindly take the same on record.

Thanking You,
For Alpha Alternatives Financial Services Private Limited


Shreyans H. Mehta
Director
DIN: 06756771



NOTICE

SHORTER NOTICE is hereby given that the extra-ordinary general meeting (No. 01/2026-27) of the members of Alpha Alternatives Financial Services Private Limited will be held on Saturday the 25th day of April, 2026 at 12:30 p.m. at the registered office of the Company situated at 34th Floor, Sunshine Tower, Senapati Bapat Marg, Dadar West, Mumbai – 400 013 to transact the following Special Businesses:

1. TO CONSIDER AND APPROVE ISSUE OF NON-CONVERTIBLE DEBENTURES FOR AN AMOUNT UPTO RS. 3,500 CRORES:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (the “Rules”), Reserve Bank of India (Non-Banking Financial Companies - Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, Reserve Bank of India (Non-Banking Financial Companies - Miscellaneous) Directions, 2025, Master Direction - Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) Directions, 2024 and the provisions of other applicable RBI Directions / Circulars, if any, Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI Regulations, if any and subject to the provisions of any other applicable statutes, regulations, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof in the Act, Rules, Regulations, Circulars, Directions and the provisions of the memorandum and articles of association of the Company and subject to the approvals, consents, permissions, exemptions and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, consent of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to issue, offer and allot secured, unsecured, listed and/or unlisted non-convertible debentures including subordinated debentures qualifying as Tier-II debt in terms of the relevant RBI Master Directions/Circulars, aggregating up to Rs. 3,500 crores (Rupees Three Thousand Five Hundred Crore only) (“NCDs”), to the eligible investors, on a private placement basis, during a period of one year from the date of approval by members, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies), if any, which the Board may deem fit and appropriate;

RESOLVED FURHTER THAT for the purpose of giving effect to the above resolution, the Board / committee of the Board or officers authorized by them in this regard be and are hereby severally authorized to do, all such acts, deeds and things as may be deemed necessary relating to pre and the post issue of NCDs including but not limited to number of issues/tranches, face value, issue price, issue size, offeree/investor, timing, amount, tenor, method of issuance, security/charge creation, if any, coupon/interest rate(s), yield, listing, allotment and other terms and conditions of issue of NCDs as proper and most beneficial to the Company, including as to when the said NCDs, be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto and to do all such acts, deeds and things in their absolute discretion, deemed necessary for this purpose, as the case may be.”



2. **TO CONSIDER AND APPROVE CHANGE IN DESIGNATION OF MR. NARESH KOTHARI (DIN: 00012523) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with regulation 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations") and other applicable provisions (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), approval of the members of the Company be and is hereby accorded for appointment of Mr. Naresh Kothari (DIN: 00012523) as an executive director of the Company with effect from February 23, 2026, on the following terms and conditions:

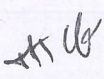
Salary Limit: Nil.

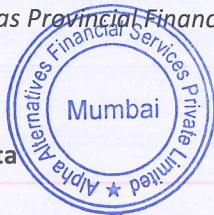
Commission/Incentives: Mr. Naresh Kothari shall be entitled to remuneration by way of commission/incentive, calculated with reference to the net profits of the Company in each financial year, as may be determined by the Board from time to time. The specific amount payable shall be based on performance evaluation and shall be payable annually after approval of the annual accounts by the Board.

Perquisites: Mr. Naresh Kothari shall also be entitled to the perquisites as per the policies of the Company.

RESOLVED FURTHER THAT any director and/or key managerial personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard."

**By Order of the Board of Directors of
Alpha Alternatives Financial Services Private Limited**
(Formerly known as Provincial Finance and Leasing Co Private Limited)


Shreyans H. Mehta
Director
DIN:06756771



Place: Mumbai
Date: April 24, 2025

Registered Office:
34th Floor, Sunshine Tower,
Senapati Bapat Marg, Dadar West,
Mumbai – 400 013

CIN: U65923MH1993PTC075162



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS HOLDING IN AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS (SUNDAY IS INCLUDED IN COMPUTATION OF 48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.
3. In respect of all the special businesses to be transacted, the explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed.
4. Members are requested to notify immediately any change in their address or other particulars, including email addresses to the Company. In all correspondence with the Company, Members are requested to quote their Folio Numbers.
5. The meeting is convened at shorter notice and shall be held only after obtaining the necessary consents from the members as required under the Companies Act, 2013.
6. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. A Route Map along with prominent landmark for easy location to reach the venue of extra-ordinary general meeting is annexed with this Notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

TO CONSIDER AND APPROVE ISSUE OF NON-CONVERTIBLE DEBENTURES FOR AN AMOUNT UPTO RS. 3,500 CRORES:

The members of the Company at their meeting held on April 25, 2025, had approved the issuance and allotment of secured, unsecured, listed and/or unlisted non-convertible debentures including subordinated Debentures qualifying as Tier-II debt upto Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crore only) and the same was valid for a period of 1 year from the date of approval.

Now, in order to meet the fund requirements of the Company for the purpose of business expansion and to tap the enormous growth potential in the market, it is proposed to raise funds by way of issue, offer and allotment of secured, unsecured, listed and/or unlisted non-convertible debentures including subordinated debentures qualifying as Tier-II Debt in terms of the relevant RBI Master Directions ("NCDs") for an amount up to Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crore only) to eligible investors on a private placement basis in one or more tranches.

In terms of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitations for issuance of NCDs during the year.

The Board at its meeting held on April 24, 2026, has approved the issuance of NCDs for an amount upto Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crore only) to eligible investors on a private placement basis in one or more tranches.

The NCDs may be issued at par or at a premium or discount and may be listed on the stock exchange(s) and, on such other terms and conditions as the Board / committee of the Board may determine.

The disclosures as required under section 42 of the Act and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

a. Particulars of offer including date of passing the Board Resolution:

Resolution for issue of NCDs on a private placement basis for a value not exceeding Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crore only), in one or more tranches, has been passed by the Board at its meeting held on April 24, 2026. The Board / committee of the Board shall determine specific terms and conditions of the offer at the time of offer of respective series/ tranche of NCDs.

b. Kind of Securities offered and the price at which security is being offered:

Secured, unsecured, listed and/or unlisted non-convertible debentures including subordinated debentures qualifying as Tier-II Debt. Issue Price of the NCDs shall be determined at the time of issue of respective series of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of NCDs in general.



c. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

Not Applicable.

d. **Name and address of valuer who performed valuation:**

Not Applicable.

e. **Amount which the Company intends to raise by way of such securities:**

Amount aggregating up to Rs. 3,500 Crore (Rupees Three Thousand Five Hundred Crore only) in one or more tranches.

f. **Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:**

The Board / committee of the Board shall determine the terms and conditions of the offer at the time of offer of respective series/tranche of NCDs.

Accordingly, the Board recommends the resolution set out at item no. 1 of the notice to be passed as a special resolution by the members.

None of the directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2:

TO CONSIDER AND APPROVE CHANGE IN DESIGNATION OF MR. NARESH KOTHARI (DIN: 00012523) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY:

The Company is a high value debt listed entity as per regulation 62C of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations").

Mr. Naresh Kothari is presently a non-executive director on the Board of the Company and belongs to the promoter group. In view of his long experience in the financial services space and given his significant contribution to the growth and operations of the Company and further to his increased guidance and engagement in the affairs of the Company, it is proposed to appoint him as the executive director of the Company.

Further, on the recommendation of the nomination and remuneration committee, the board of directors at their meeting held on February 23, 2026, had approved the appointment of Mr. Naresh Kothari as an executive director on the Board of the Company.

Brief profile of Mr. Kothari is as under:

Mr. Kothari is a PGDM from The Indian Institute of Management, Ahmedabad (1995) and Bachelor of Engineering in Computer Science from the University of Mumbai (1992).

Mr. Kothari is a seasoned financial services professional with over 30+ years of experience and the Founder and Managing Partner of Alpha Alternatives, India's leading multi-asset class alternatives platform, known for its innovative risk-return solutions.

Before founding Alpha Alternatives, Naresh was a senior leader at Edelweiss Financial Services, where he spent 13 years building and scaling multiple businesses. As President, he led the Alternative Asset business, contributing significantly to its growth. Over his career, Naresh has advised over 100 corporates on capital market strategies and, in recent years, taken on board-level roles to drive strategic reorganization and growth.

A fitness enthusiast with a reputation for unconventional thinking, Naresh excels at crafting win-win solutions

Considering the qualifications and experience of Mr. Kothari, the Board of Directors of the Company are of the view that the knowledge and experience of Mr. Kothari will be of immense benefit to the Company.

Pursuant to regulation 62D(3) of the Listing Regulations, any appointment or re-appointment of a person on the board of directors or as a manager shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, pursuant to regulation 62D(12) of the Listing Regulations, any fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds Rs. 5 crore or 2.5% of the net profits of the company, whichever is higher.

Since, the remuneration/compensation payable to Mr. Kothari may exceed Rs. 5 crore or 2.5% of the net profits of the company, whichever is higher, approval of members by way of special resolution is being sought.

Accordingly, the Board recommends the resolution set out at item no. 2 of the notice to be passed as a special resolution by the members.

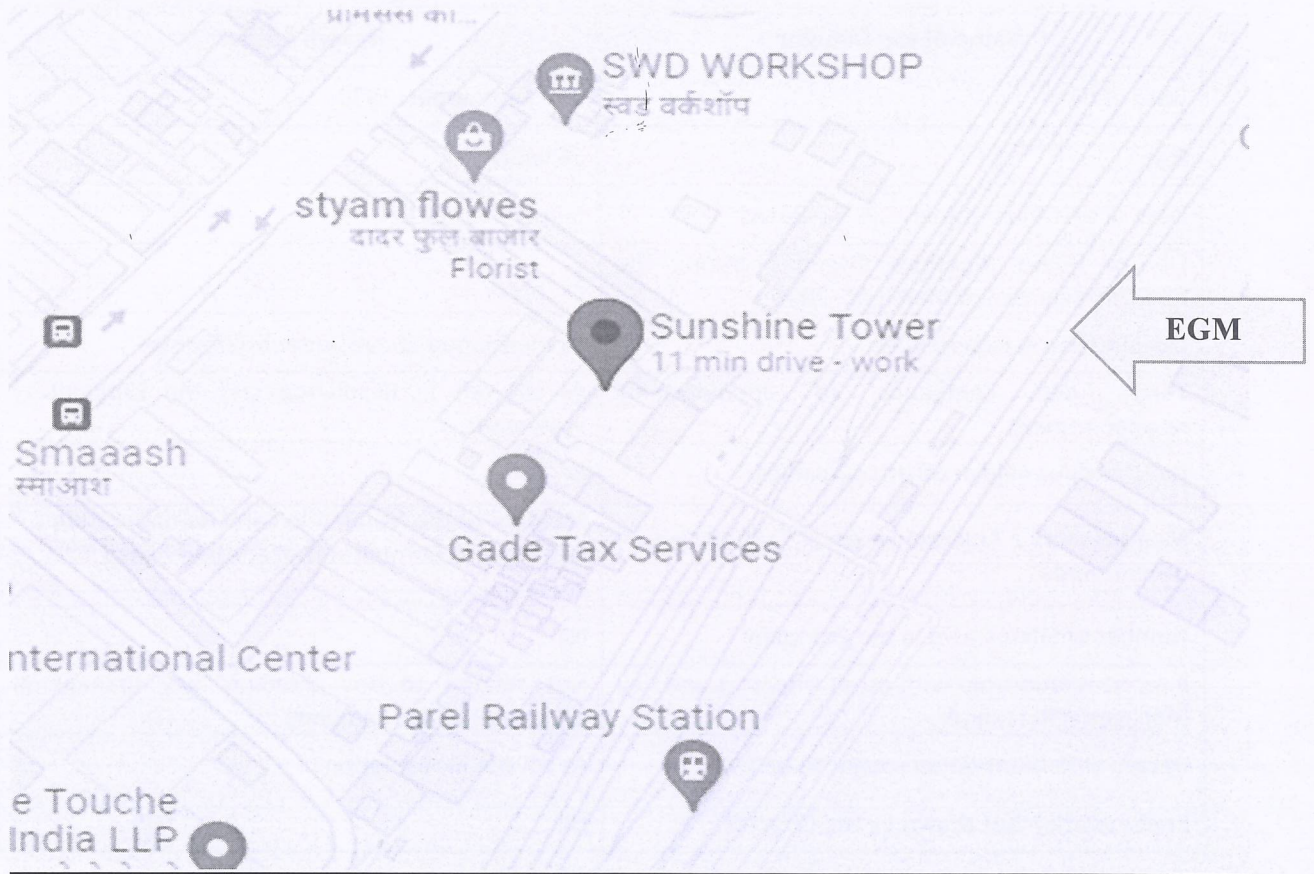
Except Mr. Naresh Kothari being appointee, none of the directors and key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Details of Directors seeking appointment/re-appointment at the Extraordinary General Meeting pursuant to Secretarial Standard on General Meetings (SS-2):

Name of the Director	Naresh Kothari
Date of Birth	03 rd September, 1970
Age	56 years
Date of first Appointment on the Board	January 19, 2019
No. of Board Meetings attended during the financial year ended March 31, 2026	8
Qualification & Experience	As mentioned above under brief profile
Terms and conditions of appointment/re-appointment	As set out in Resolution and the Explanatory Statement
Directorships held in other companies	8
Memberships / Chairmanships of Committees of other Boards	Member of the Nomination and Remuneration and Finance Committees of another board company
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Not related to any director/ key managerial personnel of the Company
Details of Remuneration sought to be paid	As set out in resolution
Remuneration last drawn by the Director	Nil



Route map for the EGM to be held at the Registered Office of the Company at 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.



EXTRA-ORDINARY GENERAL MEETING (No. 01/2026-27)

ATTENDANCE SLIP

(To be presented at the entrance)

CIN: U65923MH1993PTC075162

Registered office: 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.

DP ID	Client ID	Folio. No.	No. of Shares

Name: _____

Address: _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extra-ordinary General Meeting (No. 01/2026-27) of the Company held on Saturday, the 25th day of April, 2026, at 12:30 p.m. at 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.

Signature of Shareholder/Proxy

NOTE(S):

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



Form No: MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65923MH1993PTC075162

Registered office: 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400013.

Name of the Member (s):

Registered address:

E-mail Id:

Folio No/ DP ID & Client Id:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:..... Address: Email-id
 Signature or failing him
2. Name: Address: Email-id
 Signature or failing him
3. Name: Address: Email-id
 Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extra-ordinary general meeting (No. 01/2026-27) of the Company, to be held on Saturday, the 25th day of April, 2026, at 12:30 p.m. at 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	To consider and approve issue of Non-Convertible Debentures for an amount up to Rs. 3,500 crores		
2	To consider and approve change in designation of Mr. Naresh Kothari (DIN: 00012523) from non-executive director to executive director of the company		

Affix
 Revenue
 Stamp

Signature of Shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

